

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS



September 9, 1998

RECORDATION NO. 21641 FILED

SEP 11 '98 11-46 AM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 11, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Archer Daniels Midland
4666 Faries Parkway
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulsky".

Susan Grokulsky
Manager - Documents Administration

Enclosures

(BENQ021)

EXHIBIT A
to
RIDER NO. 9RECORDATION NO. 21641 FILED

SEP 11 '98

11-46 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of August, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 15, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: R. A. DONBROWSKI
Title: MANAGER - DOCUMENTATION

By: [Signature]
Name: RICHARD E. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 11th day of August, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of August, 1998.

Susan Grokulsky
Notary Public

My Commission Expires:

8/14/2000
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND

ATTEST:

By: Patty Kelley
Name: Patty Kelley
Title: Secretary

By: Randy Neumayer
Name: _____
Title: Vice President-Rail Transportation

Executed on this 5th day of Aug, 1998.

[CORPORATE SEAL]

STATE OF Illinois
COUNTY OF Macon

I, Wilson K. Cassell, a Notary Public of the County and State aforesaid, certify that Randy Neumayer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of August, 1998.

Wilson K. Cassell
Notary Public

My Commission Expires:

2/16/2000
(Notary Public)

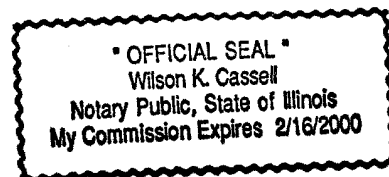


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **Fifty (50)**

DESCRIPTION OF CARS: **4750 cu. ft. Covered Hopper Cars**

CAR NUMBERS: **See below**

Car initial (29)	Car number (29)
DME	061009
DME	061010
DME	061013
DME	061024
DME	061025
DME	061029
DME	061048
DME	061050
DME	061059
DME	061064
DME	061071
DME	061078
DME	061084
DME	061086
DME	061089
DME	061095
RUSX	061001
RUSX	061002
RUSX	061003
RUSX	061005
RUSX	061008
RUSX	061012
RUSX	061014
RUSX	061015
RUSX	061016

RUSX	061017
RUSX	061019
RUSX	061021
RUSX	061027
RUSX	061028
RUSX	061030
RUSX	061031
RUSX	061032
RUSX	061033
RUSX	061034
RUSX	061036
RUSX	061039
RUSX	061041
RUSX	061043
RUSX	061044
RUSX	061045
RUSX	061046
RUSX	061047
RUSX	061049
RUSX	061054
RUSX	061055
RUSX	061056
RUSX	061057
RUSX	061058
RUSX	061060
Count:	50